

ASSIGNMENT OF OIL, GAS AND MINERAL LEASES

STATE OF MISSISSIPPI §  
§ KNOW ALL MEN BY THESE PRESENTS:  
COUNTY OF DESOTO §

WHEREAS, Vision Exploration, L.L.C, a Mississippi limited liability company, whose address is 751 Avignon Drive, Suite B, Ridgeland, Mississippi 39157, hereinafter referred to as "Assignor", is the owner of those certain oil, gas and mineral leases described on Exhibit "A" attached hereto and made a part hereof, hereinafter referred to as the "Leases", for and to the extent that the Leases cover all of the lands therein described and situated in Desoto County, Mississippi.

NOW, THEREFORE, for and in consideration of the sum of One hundred dollars (\$100.00) and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby GRANT, BARGAIN, SELL, TRANSFER, CONVEY AND ASSIGN unto the following named parties, hereinafter referred to as "ASSIGNEES", whether one or more, in the proportionate decimal amounts indicated, 63.705882% of Assignor's right, title and interest in and to the Leases described on Exhibit "A" attached hereto and made a part hereof, for and to the extent that the Leases cover all of the lands therein described and situated in Desoto County, Mississippi.

ASSIGNEES

Roundtree & Associates, Inc.  
P. O. Box 22864  
Jackson, MS 39225-2864

Larry L. Hock  
416 Travis Street, Suite 812  
Shreveport, LA 71101

Johnny B. Addison  
416 Travis Street, Suite 812  
Shreveport, LA 71101

ORX Resources, Inc.  
400 Poydras Street, Suite 1100  
New Orleans, LA 70130-3264

The Rudman Partnership  
1700 Pacific Avenue, Suite 4700  
Dallas, TX 75201-4670

Rawls Resources, Inc.  
AmSouth Plaza, Suite 1050  
210 East Capitol Street  
Jackson, MS 39201

Ross Jones  
#5 Driftwood Landing  
Gulfstream, FL 33483

Stroud Family, L.P.  
333 Texas Street, Suite 860  
Shreveport, LA 71101

INTEREST

3.000000%

2.000000%

1.000000%

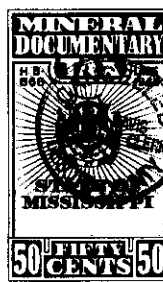
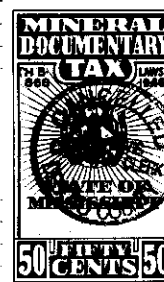
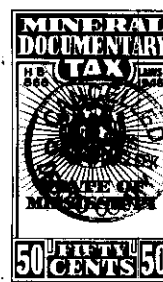
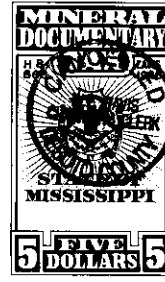
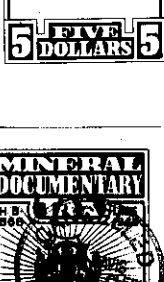
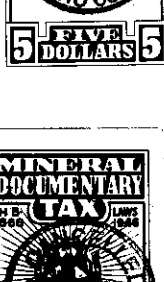
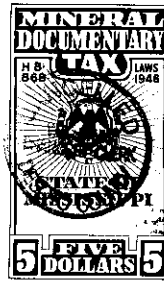
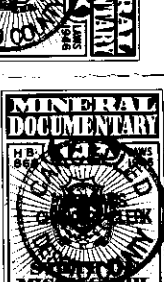
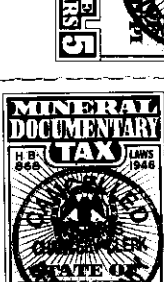
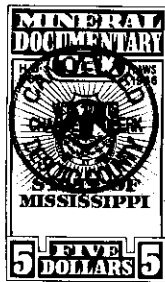
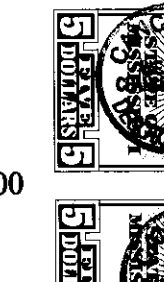
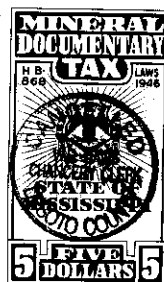
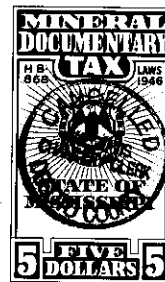
12.500000%

14.705882%

2.000000%

2.000000%

3.000000%



<b>Swinbank Family Partnership</b> P. O. Box 19129 Houston, TX 77224	<b>1.000000%</b>
<b>Strike Oil &amp; Minerals Corp.</b> P. O. Box 1339 Georgetown, TX 78627	<b>1.500000%</b>
<b>Lamoco, Inc.</b> 5417 Lakeland Drive, Suite F Brandon, MS 39047	<b>1.000000%</b>
<b>Center Hill 1, L.P.</b> P. O. Box 1311 Brookhaven, MS 39062	<b>1.000000%</b>
<b>Weiser-Brown Oil Company</b> 117 W. Calhoun Street Magnolia, AR 71753	<b>4.000000%</b>
<b>4-JW, Ltd.</b> P. O. Box 6387 San Antonio, TX 78209	<b>8.000000%</b>
<b>Sklarco L.L.C.</b> 401 Edwards Street, Suite 1601 Shreveport, LA 71101-3289	<b>5.000000%</b>
<b>F. Lane Mitchell</b> P. O. Box 376 Shreveport, LA 71162	<b>2.000000%</b>
<b>Total</b>	<b>63.705882%</b>

Assignor specifically excepts and reserves, in proportion to the interest hereby assigned, an overriding royalty interest equal to the difference between existing leasehold burdens and seventeen percent (17%) of all oil, gas and other minerals produced, saved and sold from the lands covered by the Leases described on Exhibit "A", but in no event shall the overriding royalty reserved by Assignor be less than three percent of eight eighths (3% of 8/8ths). In the event that the Leases described on Exhibit "A" cover less than the entire mineral estate in the lands described therein, then the overriding royalty interest hereby reserved shall be reduced proportionately. Said overriding royalty shall be subject to the pooling provisions contained in the Leases and shall apply to all extensions and renewals of the Leases made directly or indirectly by Assignees, their successors or assigns, prior to the expiration of the primary term or within one (1) year thereafter.

This assignment is made subject to the terms and provisions contained in the Leases described on Exhibit "A" and Assignees hereby assume their proportionate part of, any and all royalties, overriding royalties, excess royalties, production and other taxes chargeable thereto and other burdens and encumbrances to which said leases may be subject. In the event that the Leases described on Exhibit "A" cover less than the entire mineral estate in the lands described therein then the interests assigned herein in said leases shall be reduced proportionately.

This assignment is further made subject to the terms and provisions of that certain unrecorded Joint Operating Agreement dated March 1, 2004, by and between Roundtree & Associates, Inc., as Operator, and Anderson Exploration Energy Co., L.C. et al, as Non-Operators.

This assignment is made without warranty of title, either express or implied, but with full substitution and subrogation of Assignees in and to all covenants and warranties by others heretofore given or made in regard to the rights and interests herein conveyed.

This assignment shall be binding upon Assignor and Assignees, and upon their respective heirs, successors and assigns.

IN WITNESS WHEREOF, this assignment is executed this 9th day of January, 2005.

VISION EXPLORATION, L.L.C.

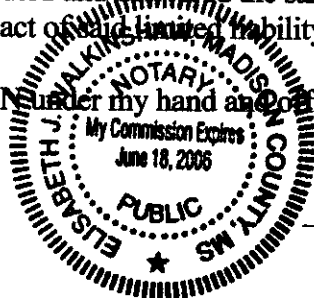
By: *Steven S. Walkinshaw*  
Steven S. Walkinshaw  
Managing Member

STATE OF MISSISSIPPI §

COUNTY OF MADISON §

I, *Elisabeth J. Walkinshaw* Notary Public in and for said county in said state, hereby certify that **Steven S. Walkinshaw**, whose name as Managing Member of **Vision Exploration, L.L.C.**, a Mississippi limited liability company, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as such officer and with full authority executed and delivered the same on the day and year therein mentioned voluntarily for and as the act of said limited liability company.

GIVEN under my hand and official seal this the 9th day of January 2005.



*Elisabeth J. Walkinshaw*  
Notary Public in and for the  
State of Mississippi

MY COMMISSION EXPIRES:

*June 18th, 2006*

This instrument was prepared by:  
Joseph M. Gianola  
751 Avignon Drive, Suite B  
Ridgeland, MS 39157  
(601) 607-3227

Indexing Instructions:

Township 3 South, Range 8 West, Sections: 22, 25, 26, 27, 28, 35 and 36  
Township 4 South, Range 8 West, Sections: 1, 2, 11 and 12

Township 3 South, Range 7 West, Sections: 31, 32, 33, 34 and 35  
Township 4 South, Range 7 West, Sections: 2, 3, 4, 5, 6, 7, 8, 9 and 10

Coldwater Prospect

## EXHIBIT "B"

Desoto County, MS

Lease Number	Lessor	Lessee	Lease Date	Recording Bk/Pg
*****	*****	*****	*****	*****
MS001-001-002	Glenn Meadows Partners, L.P., a Mississippi Limited Partnership	Vision Exploration, L.L.C.	05/04/01	398/495 ✓ 444/222 ✓ 470/11 ✓
MS001-001-001	Lorell M. Milam Trust	Vision Exploration, L.L.C.	10/20/00	398/499 ✓
MS001-003-003	Luby Jones Investment Limited Partnership	Vision Exploration, L.L.C.	12/02/02	436/748 ✓
MS001-003-004	William T. Hawls and Diane A. Hawks	Vision Exploration, L.L.C.	5/7/2003	450/706 ✓
MS001-004-000	Robert Flinn and Ida Mae Flinn	W. M. Morgan	09/27/01	409/276 ✓
MS001-005-001	Barbara T. Crenshaw	Vision Exploration, L.L.C.	02/21/02	425/16 ✓
MS001-006-000	Sam Lauderdale	Vision Exploration, L.L.C.	02/04/02	425/20 ✓
MS001-007-000	Joe Frank Lauderdale	Vision Exploration, L.L.C.	02/04/02	425/23 ✓
MS001-008-000	Southern Paving Corporation	Vision Exploration, L.L.C.	12/05/02	436/750 ✓
MS001-009-001	Martha Jones Foster, et vir	Vision Exploration, L.L.C.	12/02/02	436/753 ✓
MS001-010-000	Robert L. Franks, et ux	Vision Exploration, L.L.C.	01/02/03	442/432 ✓
MS001-011-000	Harvey S. Jackson, et ux	Vision Exploration, L.L.C.	02/24/03	442/428 ✓
MS001-012-000	George T. Ricks, Jr., et ux	Vision Exploration, L.L.C.	01/02/03	442/416 ✓
MS001-013-000	William Daniel Guy and Thomas R. Guy, Tenants-In-Common	Vision Exploration, L.L.C.	01/02/03	442/419 ✓
MS001-014-000	Mark V. Langston	Vision Exploration, L.L.C.	01/21/03	442/422 ✓
MS001-015-000	Flora O. Scott, et al	Vision Exploration, L.L.C.	01/21/03	442/425 ✓
MS001-016-001	Kevin C. Cox	Vision Exploration, L.L.C.	04/21/03	444/220 ✓
MS001-017-000	George B. Ready	Vision Exploration, L.L.C.	06/11/03	447/693 ✓
MS001-018-000	Marti Flinn Laughter	Vision Exploration, L.L.C.	08/14/03	466/211 ✓
MS001-019-001	Harriet D. Harman	Vision Exploration, L.L.C.	04/08/04	484/791 ✓
MS001-020-000	William T. Hawks, et ux	Vision Exploration, L.L.C.	03/22/04	470/009 ✓
MS001-021-000	Bernard Williams, et ux	Vision Exploration, L.L.C.	04/05/04	469/739 ✓

The recording references above are to the Deed Records in the office of the Chancery Clerk of Desoto County, Mississippi. For recording purposes only this assignment covers 3,085 net non-producing acres.